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## NOTE: CHANGES HAVE BEEN MADE TO THIS DOCUMENT

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## Attorney for Defendants

UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA

Sanrio, Inc. and Disney Enterprises, Inc., ) Case No. CV12-6749 RGK (MRWx)

Plaintiffs, } [PROPOSED] CONSENT DECREE  
} PURSUANT TO STIPULATION

Dongyi Chen a/k/a Doreen Chen, an individual and d/b/a Charmy Charmy, et al.,

## Defendants.

The Court, having read and considered the Joint Stipulation for Entry of Consent Decree that has been executed on behalf of Plaintiffs Sanrio, Inc. (“Sanrio”) and Disney Enterprises, Inc. (“DEI”) (collectively “Plaintiffs”), on the one hand, and Defendants Dongyi Chen a/k/a Doreen Chen, an individual and d/b/a Charmy Charmy, and Avic Enterprises, Inc. (collectively “Defendants”), on the other hand, and good cause appearing therefore, hereby:

1 ORDERS that this Consent Decree shall be and is hereby entered in the within  
2 action as follows:

3 1) The Complaint shall be amended to identify Doe No. 1 as "Avic Enterprises,  
4 Inc." The Amended Complaint shall be deemed served upon Defendants.  
5 2) This Court has jurisdiction over the parties to this action and over the subject  
6 matter hereof pursuant to 17 U.S.C. § 101 et seq., 15 U.S.C. § 1051 et seq., 28 U.S.C.  
7 §§ 1331 and 1338, and 28 U.S.C. § 1367. Service of process was properly made  
8 against Defendants.

9 3) **FOR PURPOSES OF THIS ACTION ONLY**, Plaintiffs are the respective  
10 owners or exclusive licensees of all rights in and to the copyright and trademark  
11 registrations listed in Exhibits "A" through "D," attached hereto and incorporated  
12 herein by this reference, and the copyrights associated with the same ("Plaintiffs'  
13 Properties").

14 4) Plaintiffs have expended considerable resources in the creation and commercial  
15 exploitation of Plaintiffs' Properties on merchandise and in the enforcement of their  
16 intellectual property rights in Plaintiffs' Properties.

17 5) Plaintiffs have alleged that Defendants have made unauthorized uses of  
18 Plaintiffs' Properties or substantially similar likenesses or colorable imitations thereof.

19 6) Defendants and their agents, servants, employees and all persons in active  
20 concert and participation with them who receive actual notice of the injunction are  
21 hereby restrained and enjoined from:

22 a) Infringing Plaintiffs' copyrights and trademarks in Plaintiffs' Properties, either  
23 directly or contributorily, in any manner, including generally, but not limited to,  
24 manufacturing, importing, distributing, advertising, selling, or offering for sale,  
25 any unauthorized product which features any of Plaintiffs' Properties  
26 ("Unauthorized Products"), and, specifically:  
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- i) Importing, manufacturing, distributing, advertising, selling, or offering for sale, the Unauthorized Products or any other unauthorized products which picture, reproduce, copy or use the likenesses of or bear a substantial similarity to any of Plaintiffs' Properties;
- ii) Importing, manufacturing, distributing, advertising, selling, or offering for sale, in connection thereto any unauthorized promotional materials, labels, packaging or containers which picture, reproduce, copy or use the likenesses of or bear a confusing similarity to any of Plaintiffs' Properties;
- iii) Engaging in any conduct that tends falsely to represent that, or is likely to confuse, mislead or deceive purchasers, Defendants' customers and/or members of the public to believe, the actions of Defendants, the products sold or offered by Defendants, or Defendants themselves are connected with Plaintiffs, are sponsored, approved or licensed by Plaintiffs, or are affiliated with Plaintiffs; or
- iv) Affixing, applying, annexing or using in connection with the importation, manufacture, distribution, advertising, selling, offering for sale, or other use of any goods or services, a false description or representation, including words or other symbols, tending to falsely describe or represent such goods as being those of Plaintiffs.

7) Each side shall bear its own fees and costs of suit.

8) The Default Judgment entered on or about July 9, 2013, shall be vacated in its entirety.

9) This Consent Decree shall be deemed to have been served upon Defendants at the time of its execution by the Court.

1       10) The Court finds there is no just reason for delay in entering this Consent Decree  
2 and, pursuant to Rule 54(a) of the Federal Rules of Civil Procedure, the Court directs  
3 immediate entry of this Consent Decree against Defendants.

4       11) The Court shall retain jurisdiction of this action to entertain such further  
5 proceedings and to enter such further orders as may be necessary or appropriate to  
6 implement and enforce the provisions of this Consent Decree.

7       12) Except as provided herein, all claims alleged in the Complaint are dismissed  
8 with prejudice.

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10      Dated: August 20, 2013



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12      Hon. R. Gary Klausner  
13      United States District Judge

14      Presented By:  
15      J. Andrew Coombs, A Prof. Corp.

16      By: \_\_\_\_\_  
17      J. Andrew Coombs  
18      Nicole L. Drey  
19      Attorneys for Plaintiffs  
20      Sanrio, Inc. and Disney Enterprises, Inc.

21      Chang & Cote, LLP

22      By: \_\_\_\_\_  
23      Rodney W. Bell  
24      Attorneys for Defendants  
25      Dongyi Chen a/k/a Doreen Chen, an  
26      individual and d/b/a Charmy Charmy, and  
27      Avic Enterprises, Inc.

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5 **EXHIBIT A**6  
7 **SANRIO CO.'S COPYRIGHTED DESIGNS**

Copyright Registration	Title of Work (Character)	Type of Work
VAu 684-322	SANRIO 2005 CHARACTER GUIDE	Graphic Artwork
VA 1-303-874	CHARACTER MERCHANDISING	Collective work of artwork, text and photos
TX 3-769-888	SANRIO 1993 PRODUCT AND SALES PROMOTION CATALOG	Visual Material
VA 1-296-115	2004 – 100 CHARACTERS	Graphic Artwork
VA 811-440	BAD BADTZ MARU	Graphic Artwork
VAu 498-617	CHOCOCAT	Art original
VA 130-420	HELLO KITTY	Graphic Artwork
VA 636-579	KEROKEROKEROPPI	Sticker Book
VA 707-212	KEROKEROKEROPPI	Pictorial Cartoon Drawing
VA 246-421	LITTLE TWIN STARS	Stickers
VA 840-495	MONKICHI	Graphic Artwork
VA 130-419	MY MELODY, A BUNNY WITH HOOD	Graphic Artwork
VA 130-421	PATTY & JIMMY, A BOY AND GIRL WITH SCHOOL BOOKS	Graphic Artwork
VA 636-582	PEKKLE- AHIRUNO PEKKLE MINI STICKER BOOK	Graphic Artwork
VA 840-496	PICKE BICKE	Graphic Artwork
VA 636-580	POCHACCO	Sticker Book
VA 148-625	TUXEDO SAM, TUXEDO SAM GRAND REGATTA, SPIFFY'S THE COOLEST AND SPIFFY IS COOL STICKERS	Stickers
VA 840-494	WINKIPINKI	Graphic Artwork
VA 636-581	ZASHIKIBUTA	Stickers
VA 1-352-721	KEROPPI/ LITTLE FROG...BIG SPLASH	Visual Material
Vau 1-078-385	SANRIO 2010 CHARACTER GUIDE	Visual Material
VA 1-342-775	SANRIO 2002 HELLO KITTY STYLE GUIDE	Visual Material
VA 657-748	KOBUTA NO PIPPO	Visual Material
VA 1-342-774	SANRIO 2005 KEROPPI STYLE GUIDE	Visual Material
Vau 655-028	THE RUNABOUTS - 2001	Visual Material
VA 1-416-374	TENORIKUMA(BLUE CAFE), MY MELODY(HEART),	Visual Material

1	KUROMI(KUROMI5), CHARMMY KITTY(RABBIT), HELLO KITTY(LOGO) EVERYDAY CAT.JUNE 2006	
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	VA 1-416-375	MASYUMARU(INTRO); CINNAMOROLL(SPORT); SUGARBUNNIES(DOUGHNUTS); CHARMMYKITTY(RABBIT); LITTLE TWIN STARS(STARS); HELLO KITTY(BEAR); EVERYDAY CATALOG JULY 2006
	VA 1-370-020	PANDAPPLE(INTRO), FROOLIEMEW(FANCY), CHOCOCAT(DOT)/SANRIO 2005 PRODUCT CATALOG AUG NEW
	VA 1-303-873	DOKIDOKI HOTDOG / THE CHILI PEPPER TRIO / CATALOG EVERYDAY 5 MAY 2003

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**EXHIBIT B****SANRIO CO.'S TRADEMARKS**

4 <b>Trademark</b>	5 <b>Mark Drawing Code</b>	6 <b>Trademark Registration No.</b>	7 <b>Trademark Registration Date</b>
5 Chococat	6 Design Plus Words, Letters, and/or Numbers	7 2,842,707	8 5/18/04
9 Chococat	10 Design Plus Words, Letters, and/or Numbers	11 2,707,592	12 4/15/03
13 Chococat	14 Design Plus Words, Letters, and/or Numbers	15 2,705,164	16 4/8/03
17 Chococat	18 Design Plus Words, Letters, and/or Numbers	19 2,714,130	20 5/6/03
21 Chococat	22 Design Plus Words, Letters, and/or Numbers	23 2,952,043	24 5/17/05
25 Chococat	26 Design Plus Words, Letters, and/or Numbers	27 2,845,315	28 5/25/04
29 Hello Kitty	30 Design Only	31 1,200,083	32 7/6/82
33 Hello Kitty	34 Design Only	35 1,277,721	36 5/15/84
37 Hello Kitty	38 Typed Drawing	39 1,215,436	40 11/9/82
41 Hello Kitty	42 Typed Drawing	43 1,279,486	44 5/29/84
45 Hello Kitty	46 Typed Drawing	47 1,391,550	48 4/29/86
49 Hello Kitty	50 Design Only	51 1,370,105	52 11/12/85
53 Keroppi	54 Standard Character Mark	55 3,531,383	56 11/11/08
57 Keroppi	58 Standard Character Mark	59 3,181,350	60 12/5/06
61 Keroppi	62 Standard Character Mark	63 3,531,382	64 11/11/08
65 Keroppi	66 Standard Character Mark	67 3,181,349	68 12/5/06
69 Keroppi	70 Standard Character Mark	71 3,436,548	72 5/27/08

1	Keroppi	Standard Character Mark	3,181,348	12/5/06
2	Keroppi	Standard Character Mark	3,181,347	12/5/06
3	Keroppi	Standard Character Mark	3,449,938	6/17/08
4	Keroppi	Standard Character Mark	3,531,381	11/11/08
5	Keroppi	Standard Character Mark	3,531,380	11/11/08
6	Keroppi	Standard Character Mark	3,181,346	12/5/06
7	Keroppi	Standard Character Mark	3,423,288	5/6/08
8	Keroppi	Standard Character Mark	3,181,345	12/5/06
9	Little Twin Stars	Typed Drawing	1,341,864	6/18/85
10	Little Twin Stars	Typed Drawing	1,192,946	4/6/82
11	Little Twin Stars	Standard Character Mark	3,245,999	5/29/07
12	Little Twin Stars	Standard Character Mark	3,245,998	5/29/07
13	Little Twin Stars	Standard Character Mark	3,245,997	5/29/07
14	Little Twin Stars	Standard Character Mark	3,245,994	5/29/07
15	Little Twin Stars	Standard Character Mark	3,245,993	5/29/07
16	Little Twin Stars	Standard Character Mark	3,245,992	5/29/07
17	Little Twin Stars	Standard Character Mark	3,245,991	5/29/07
18	Monkichi	Standard Character Mark	3,699,381	10/20/09
19	My Melody	Typed Drawing	1,305,637	11/20/84
20	My Melody	Typed Drawing	1,210,192	9/28/82
21	Pekkle	Typed Drawing	2,053,346	4/15/97
22	Pochacco	Typed Drawing	2,236,507	4/6/99

1	Pochacco	Typed Drawing	1,985,358	7/9/96
2	Sanrio	Design Plus Words, Letters, and/or Numbers	2,506,705	11/13/01
3	Sanrio	Typed Drawing	2,506,577	11/13/01
4	Sanrio	Design Plus Words, Letters, and/or Numbers	2,721,680	6/3/03
5	Sanrio	Design Plus Words, Letters, and/or Numbers	2,742,381	7/29/03
6	Sanrio	Design Plus Words, Letters, and/or Numbers	2,721,679	6/3/03
7	Sanrio	Design Plus Words, Letters, and/or Numbers	2,693,639	3/4/03
8	Sanrio	Design Plus Words, Letters, and/or Numbers	2,696,063	3/11/03
9	KEROKEROKEROPPI	Standard Character Mark	3,531,378	11/11/2008
10	KEROKEROKEROPPI	Standard Character Mark	3,531,376	11/11/2008
11	Bow	Design only	3,260,857	7/10/2007
12	Bow	Design only	3,359,800	12/25/2007
13	Bow	Design only	3,359,801	12/25/2007
14	Bow	Design only	3,272,377	7/31/2007
15	Bow	Design only	3,260,860	7/10/2007
16	Bow	Design only	3,362,512	1/1/2008
17	Bow	Design only	3,348,608	12/4/2007
18	Bow	Design only	3,249,704	6/5/2007
19	Bow	Design only	3,362,514	1/1/2008
20	Bow	Design only	3,359,799	12/25/2007

1	Bow	Design only	3,260,858	7/10/2007
2	Bow	Design only	3,445,304	6/10/2008
3	Bow	Design only	3,260,859	7/10/2007
4	Bow	Design only	3,359,802	12/25/2007
5	Bow	Design only	3,260,861	7/10/2007
6	Bow	Design only	3,253,794	6/19/2007
7	Bow	Design only	3,260,862	7/10/2007
8	Outline of Hello Kitty	Design only	3,666,736	8/11/2009
9	Outline of Hello Kitty	Design only	3,756,724	3/9/2010
10	Outline of Hello Kitty	Design only	3,751,315	2/23/2010
11	Outline of Hello Kitty	Design only	3,868,138	10/26/2010
12	Outline of Hello Kitty	Design only	3,756,725	3/9/2010
13	Outline of Hello Kitty	Design only	3,666,736	8/11/2009
14	Outline of Hello Kitty	Design only	3,679,187	9/8/2009
15	Outline of Hello Kitty	Design only	3,865,208	10/19/2010

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**EXHIBIT C****DEI'S COPYRIGHTED DESIGNS**

4 <b>Copyright Registration</b>	5 <b>Title of Work (Character)</b>	6 <b>Type of Work</b>
VA 58 937	Mickey - 1 (Mickey Mouse)	Model Sheet
VA 58 938	Minnie - 1 (Minnie Mouse)	Model Sheet
Gp 80 184	Donald Duck	Publications Model Sheet
VA 58 933	Daisy - 1 (Daisy Duck)	Model Sheet
VA 58 936	Goofy -1 (Goofy)	Model Sheet
Gp 80 192	Pluto	Publications Model Sheet
VAu 64 814	Baby Mickey	Model Sheet
VAu 64 814	Baby Minnie	Model Sheet
VAu 73 216	Baby Donald Duck	Model Sheet
VAu 73 217	Baby Daisy Duck	Model Sheet
VAu 83 225	Baby Goofy	Model Sheet
VAu 73 219	Baby Pluto	Model Sheet
R 48 971	Disney's Uncle Scrooge in Only a Poor Old Man	Comic Strip
RE 424 728	Walt Disney's Ludwig von Drake	Comic Strip
Gp 105 126	Horace Horsecollar	Model Sheet
R 567 615	Chip	Model Sheet
R 567 614	Dale	Model Sheet
VA 184 345	Huey, Dewey & Louie -1	Model Sheet
Gp 105 128	Clarabelle Cow	Model Sheet
RE 636 587	<b>Winnie the Pooh and the Honey Tree</b>	Motion Picture
RE 718 378	<b>Winnie the Pooh and the Blustery Day</b>	Motion Picture
VA 58 940	Pooh - 1 (Winnie the Pooh)	Model Sheet
Gp 81 528	Rabbit	Publications Model Sheet
Gp 81 528	Owl	Publications Model Sheet
Gp 85 651	Kanga and Roo	Publications Model Sheet
Gp 81 528	Eeyore	Publications Model Sheet
Gp 81 528	Piglet	Publications Model Sheet
Gp 81 528	Gopher	Publications Model Sheet
Gp 81 527	Tigger	Publications Model Sheet
R 354 235	<b>Snow White and the Seven Dwarfs</b>	Motion Picture
R 346 870	Bashful	Drawings
R 346 869	Doc	Drawings
R 346 875	Dopey	Drawings

1	R 346 876	Grumpy	Drawings
2	R 346 871	Happy	Drawings
3	R 346 874	Sleepy	Drawings
4	R 346 873	Sneezy	Drawings
5	R 346 872	Snow White	Drawings
6	R 346 868	Snow White "Witch"	Drawings
7	R 406 910	<b>Pinocchio</b>	Motion Picture
8	Gp 80 186	Pinocchio	Publications Model Sheet
9	Gp 80 188	Jiminy Cricket	Publications Model Sheet
10	R 427 860	<b>Fantasia</b>	Motion Picture
11	R 433 627	<b>The Reluctant Dragon</b>	Motion Picture
12	R 442 538	<b>Dumbo</b>	Motion Picture
13	R 428 428	Dumbo Suggestions for Dumbo	Drawing
14	R 428 420	Mother Elephant Suggestions for "Dumbo"	Drawing
15	R 428 430	Dumbo Ringmaster Suggestions 1348	Drawing
16	R 428 427	Dumbo - Stork Suggestions	Drawing
17	R 428 426	Timothy Mouse Suggestions	Drawing
18	R 428 432	Dumbo "Miscellaneous Crows" - 2006	Drawing
19	R 458 260	<b>Bambi</b>	Motion Picture
20	R 433 645	Bambi - Bambi	Drawing
21	R 433 630	Bambi - Final Thumper Model - 2002	Drawing
22	R 433 631	Bambi - Skunk Model - 2002	Drawing
23	R 433 636	Bambi - Owl and Stag Models	Drawing
24	R 433 632	Faline "Adolescent Age"	Drawing
25	R 433 633	Bambi's Mother	Drawing
26	R 467 541	<b>Saludos Amigos</b>	Motion Picture
27	R 464 785	Joe Carioca	Drawing
28	R 516 560	<b>The Three Caballeros</b>	Motion Picture
29	R 550 316	<b>Make Mine Music</b>	Motion Picture
30	R 557 922	<b>Song of the South</b>	Motion Picture
31	R 548 629	Brer Rabbit	Drawing
32	R 548 626	Brer Bear	Drawing
33	R 577 489	<b>Fun and Fancy Free</b>	Motion Picture
34	R 605 180	<b>Melody Time</b>	Motion Picture
35	R 636 303	<b>The Adventures of Ichabod &amp; Mr. Toad</b>	Motion Picture
36	R 648 396	<b>Cinderella</b>	Motion Picture
37	R 632 319	Cinderella	Copyright Booklet
38	R 632 319	Drizella	Copyright Booklet
39	R 632 319	Anastasia	Copyright Booklet
40	R 632 319	Stepmother	Copyright Booklet
41	R 632 319	Fairy Godmother	Copyright Booklet
42	R 632 319	Prince	Copyright Booklet
43	R 632 319	Bruno, the Dog	Copyright Booklet
44	R 632 319	Lucifer, the Cat	Copyright Booklet
45	R 632 319	Jaq and Gus	Copyright Booklet
46	RE 27 746	<b>Alice in Wonderland</b>	Motion Picture

1	VA 58 920	Alice - 1 (Alice)	Model Sheet
2	VA 58 919	Alice - 2 (The White Rabbit)	Model Sheet
3	VA 58 921	Alice - 3 (Queen of Hearts)	Model Sheet
4	VA 58 922	Alice - 4 (Cheshire Cat)	Model Sheet
5	VA 58 923	Alice - 5 (Caterpillar)	Model Sheet
6	VA 58 924	Alice - 6 (Tweedledee and Tweedledum)	Model Sheet
7	VA 58 922	March Hare	Model Sheet
8	VA 58 922	Mad Hatter	Model Sheet
9	RE 64 027	<b>Peter Pan</b>	Motion Picture
10	RE 66 285	Peter Pan	Coloring Book
11	RE 66 285	Tinkerbell	Coloring Book
12	RE 66 285	Captain Hook	Coloring Book
13	RE 66 285	Mr. Smee	Coloring Book
14	RE 66 285	Nana	Coloring Book
15	RE 162 852	<b>Lady and the Tramp</b>	Motion Picture
16	RE 101 764	Lady	Previews of Pictures
17	RE 101 764	Tramp	Previews of Pictures
18	RE 296 296	<b>Sleeping Beauty</b>	Motion Picture
19	RE 246 671	Princess Aurora	Book
20	RE 246 671	Prince Phillip	Book
21	RE 246 671	Maleficent/Dragon	Book
22	RE 370 901	<b>One Hundred and One Dalmatians</b>	Motion Picture
23	RE 546 478	<b>The Sword in the Stone</b>	Motion Picture
24	RE 557 357	Archimedes	Copyright Booklet
25	RE 557 357	Merlin	Copyright Booklet
26	RE 557 357	Wart/Arthur	Copyright Booklet
27	RE 557 357	Madame Mim	Copyright Booklet
28	RE 571 201	<b>Mary Poppins</b>	Motion Picture
29	RE 705 510	<b>The Jungle Book</b>	Motion Picture
30	RE 679 798	Mowgli	Drawing
31	RE 679 799	Baloo	Drawing
32	RE 679 795	Bagheera	Drawing
33	RE 679 805	King Louie	Drawing
34	RE 679 797	Kaa	Drawing
35	RE 679 807	Shere Khan	Drawing
36	Lp 38 283	<b>The Aristocats</b>	Motion Picture
37	Gu 44 754	O'Malley	Drawing
38	Gu 44 750	Duchess	Drawing
39	Gu 44 748	Edgar	Drawing
40	Gu 44 745	Roquefort	Drawing
41	VA 1-099-033	Marie Valentine Spring 2002	Style Guide
42	Lp 39 817	<b>Bedknobs and Broomsticks</b>	Motion Picture
43	Gu 46 904	Crocky	Drawing
44	Gu 46 908	Sailor Bear	Drawing
45	Gu 46 906	Codfish	Drawing
46	Gu 46 917	Secretary Bird	Drawing
47	LP 42 905	<b>Robin Hood</b>	Motion Picture

1	Gu 46 582	Robin Hood	Drawing
2	Gu 46 583	Little John	Drawing
3	Gu 46 584	Sir Hiss	Drawing
4	Gu 47 230	Sheriff of Nottingham	Drawing
5	Gu 47 762	Friar Tuck	Drawing
6	Gu 46 585	Prince John	Drawing
7	Gu 50 764	Maid Marion	Drawing
8	Gu 50 763	Lady Cluck	Drawing
9	Lp 49 678	<b>The Rescuers</b>	Motion Picture
10	Gp 96 289	Miss Bianca	Drawing
11	Gp 96 286	Orville	Drawing
12	Gp 96 288	Madame Medusa	Drawing
13	Gp 96 287	Bernard	Drawing
14	Gp 103 814	Penny	Drawing
15	Gu 57 278	Rufus	Drawing
16	Gu 56 625	Evinrude	Drawing
17	PA 1 371	<b>Pete's Dragon</b>	Motion Picture
18	Gp 111 695	Elliott the Dragon	Drawing
19	PA 125 861	<b>The Fox and the Hound</b>	Motion Picture
20	VAu 10 933	Todd (Young)	Drawing
21	VAu 10 930	Copper (Pup)	Drawing
22	VAu 10 936	Vixey	Drawing
23	VAu 10 928	Big Mama	Drawing
24	VAu 12 417	Dinky	Drawing
25	VAu 12 418	Boomer	Drawing
26	VAu 12 415	Squeeks	Drawing
27	PA 252 525	<b>The Black Cauldron</b>	Motion Picture
28	VAu 24 517	Eilonwy	Drawing
29	VAu 29 561	Fflewddur	Drawing
30	VAu 24 518	Gurgi	Drawing
31	VAu 24 070	Hen Wen	Drawing
32	VAu 24 592	The Horned King	Drawing
33	VAu 24 519	Taran	Drawing
34	VAu 47 075	Orddu	Drawing
35	VAu 47 073	Orgoch	Drawing
36	VAu 47 074	Orwen	Drawing
37	PA 290 808	<b>The Great Mouse Detective</b>	Motion Picture
38	VAu 76 103	Basil 185-126	Model Sheet
39	VAu 76 102	Dr. Dawson 1284-80	Model Sheet
40	VAu 81 570	Olivia	Model Sheet
41	VAu 76 100	Ratigan 285-166	Model Sheet
42	VAu 81 572	Fidget	Model Sheet
43	VAu 81 571	Flaversham	Model Sheet
44	VAu 86 112	Felicia - Clean Up Model 0238	Model Sheet
45	VAu 76 104	Toby 285-170	Model Sheet
46	VAu 85 019	Mrs. Judson	Model Sheet
47	VAu 85 021	Queen Victoria	Model Sheet
48	VAu 85 022	Bartholomew	Model Sheet
49	PA 385 556	<b>Oliver and Company</b>	Motion Picture

1	VAu 104 921	Dodger Construction Sheets	Model Sheet
2	VAu 104 920	Einstein Construction Sheets	Model Sheet
3	VAu 104 919	Frances Construction Sheets	Model Sheet
4	VAu 104 916	Rita Construction Sheets	Model Sheet
5	VAu 109 377	Oliver Rough Model	Model Sheet
6	VAu 109 379	Tito - Ruff Model	Model Sheet
7	VAu 119 949	How to Draw Georgette	Model Sheet
8	PA 431 543	<b>The Little Mermaid</b>	Motion Picture
9	VAu 123 355	Ariel 9-9-87 Ruff (Ariel)	Drawings
10	VAu 123 351	Scuttle	Drawings
11	VAu 123 354	Ruff Sebastian 9-4-87 (Sebastian)	Drawings
12	VAu 123 348	Ruff Ursula 9-9-87 (Ursula)	Drawings
13	VAu 123 352	Prince Eric	Drawings
14	VAu 123 350	Triton	Drawings
15	VAu 123 353	Flotsam/Jetsam	Drawings
16	VAu 123 349	Flounder	Drawings
17	PAu 1 024 341	<b>DuckTales</b>	Motion Picture
18	VAu 101 067	Launchpad McQuack	Pamphlet of Drawings
19	VAu 101 067	Webby	Pamphlet of Drawings
20	VAu 101 067	Doofus	Pamphlet of Drawings
21	VAu 101 067	Mrs. Beakley	Pamphlet of Drawings
22	VAu 101 067	Duckworth	Pamphlet of Drawings
23	PA 486 535	<b>The Rescuers Down Under</b>	Motion Picture
24	VAu 161 749	Cody	Model Sheets
25	VAu 155 884	Jake (Rough Models)	Model Sheets
26	VAu 155 844	McLeach (Rough Model)	Model Sheets
27	VAu 170 264	Marahute (Rough Model)	Model Sheets
28	PA 542 647	<b>Beauty and the Beast</b>	Motion Picture
1	VAu 200 866	Belle (Beauty and the Beast)	Artwork
2	VAu 210 914	Beast	Licensing Kit
3	VAu 194 311	Maurice (Beauty and the Beast)	Artwork
4	VAu 199 855	Mrs. Potts (Beauty and the Beast)	Artwork
5	VAu 200 868	Cogsworth (Beauty and the Beast)	Artwork
6	VAu 194 310	Lumiere (Beauty and the Beast)	Artwork
7	VAu 201 337	Chip (Beauty and the Beast)	Artwork
8	VAu 194 307	Gaston (Beauty and the Beast)	Artwork
9	VAu 194 309	LeFou (Beauty and the Beast)	Artwork
10	VAu 199 856	Phillipe (Beauty and the Beast)	Artwork
11	VAu 200 869	Featherduster (Beauty and the Beast)	Artwork
12	PA 583 905	<b>Aladdin</b>	Motion Picture
13	VAu 215 432	Aladdin - Aladdin	Model Sheet
14	VAu 215 453	Aladdin - Genie	Model Sheet
15	VAu 215 793	Aladdin - Abu	Model Sheet
16	VAu 218 349	Aladdin - Iago	Model Sheet
17	VAu 230 534	Aladdin - Rasoul	Model Sheet

1	VAu 218 348	Aladdin - The Sultan	Model Sheet
2	VAu 230 533	Aladdin - Jafar	Model Sheet
3	VAu 221 841	Aladdin - Jasmine	Model Sheet
4	VAu 221 842	Aladdin - Jafar as Beggar	Model Sheet
5	VAu 232 164	Aladdin - Narrator	Model Sheet
6	PA 659 979	<b>The Lion King</b>	Motion Picture
7	VAu 246 448	The Lion King - Mufasa	Model Sheet
8	VAu 245 946	The Lion King - Sarabi	Model Sheet
9	VAu 246 447	The Lion King - Simba	Model Sheet
10	VAu 246 440	The Lion King - Young Simba	Model Sheet
11	VAu 246 438	The Lion King - Nala	Model Sheet
12	VAu 246 664	The Lion King - Young Nala	Model Sheet
13	VAu 245 947	The Lion King - Rafiki	Model Sheet
14	VAu 245 945	The Lion King - Shenzi, Banzai & Ed	Model Sheet
15	VAu 246 437	The Lion King - Pumbaa	Model Sheet
16	VAu 245 662	The Lion King - Timon	Model Sheet
17	VAu 246 446	The Lion King - Scar	Model Sheet
18	VA 611 201	Zazu	Licensing Kit
19	PA 720 179	<b>Pocahontas</b>	Motion Picture
20	VAu 262 859	Pocahontas - Pocahontas Standing	Artwork
21	VAu 261 970	Pocahontas - Powhatan	Artwork
22	VAu 261 967	Pocahontas - Percy	Artwork
23	VAu 302 884	Pocahontas - John Smith	Artwork
24	VAu 302 886	Pocahontas - Meeko the Raccoon	Artwork
25	VAu 302 883	Pocahontas - Flit the Hummingbird	Artwork
26	VAu 300 559	Pocahontas - Ratcliffe	Artwork
27	VAu 302 885	Pocahontas - Grandmother Willow	Artwork
28	PA 765 713	<b>Toy Story</b>	Motion Picture
29	VAu 337 565	Toy Story - Woody	Artwork
30	VAu 337 566	Toy Story - Buzz Lightyear	Artwork
31	VAu 337 567	Toy Story - Hamm	Artwork
32	VAu 337 568	Toy Story - Rex	Artwork
33	VAu 337 569	Toy Story - Bo Peep Lamp and Sheep	Artwork
34	VAu 337 186	Toy Story - Lenny	Artwork
35	VAu 273 627	Toy Story - Mom	Artwork
36	VAu 348 598	Toy Story - Andy	Artwork
37	VAu 348 599	Toy Story - Hannah	Artwork
38	PA 795 221	<b>The Hunchback of Notre Dame</b>	Motion Picture
39	VAu 336 992	The Hunchback of Notre Dame - Quasimodo	Model Sheet
40	VAu 332 434	The Hunchback of Notre Dame - Esmeralda	Model Sheet
41	VAu 336 056	The Hunchback of Notre Dame - Phoebus	Model Sheet
42	VAu 336 057	The Hunchback of Notre Dame - Djali	Model Sheet
43	VAu 343 663	The Hunchback of Notre Dame - Gargoyles	Model Sheets
44	VAu 336 058	The Hunchback of Notre Dame - Clopin	Model Sheet
45	VAu 336 059	The Hunchback of Notre Dame -	Model Sheet

1		Frollo	
2	VAu 336 878	The Hunchback of Notre Dame - Will Doll/Sam Doll	Model Sheet
3	PA 670 961	<b>Hercules</b>	Motion Picture
4	VAu 369 603	Hercules - Hercules	Model Sheets
5	VAu 369 600	Hercules - Baby Hercules	Model Sheets
6	VAu 367 973	Hercules - Meg	Model Sheets
7	VAu 369 605	Hercules - Pegasus	Model Sheets
8	VAu 369 598	Hercules - Baby Pegasus	Model Sheets
9	VAu 367 965	Hercules - Phil	Model Sheets
10	VAu 367 964	Hercules - Hades	Model Sheets
11	VAu 367 969	Hercules - Pain	Model Sheets
12	VAu 375 850	Hercules - Panic	Model Sheets
13	VAu 377 944	Hercules - Hydra Head	Model Sheet
14	PA 799 025	<b>Mulan</b>	Motion Picture
15	VA 849 510	Mulan	Style Guide
16	VAu 379 045	The Legend of Mulan - Mulan	Model Sheets
17	VAu 379 027	The Legend of Mulan - Mulan as Ping	Model Sheets
18	VAu 379 021	The Legend of Mulan - Mushu	Model Sheets
19	VAu 379 024	The Legend of Mulan - Shang	Model Sheets
20	VAu 378 480	The Legend of Mulan - Kahn	Model Sheets
21	VAu 381 069	The Legend of Mulan - Cricket	Model Sheets
22	PA 901 890	<b>A Bug's Life</b>	Motion Picture
23	VA 875 986	A Bug's Life	Style Guide
24	VAu 399 357	Flik	Model Sheets
25	VAu 399 356	Hopper	Model Sheets
26	VAu 399 351	Atta	Model Sheets
27	VAu 399 349	Dot	Model Sheets
28	VAu 399 343	Dim	Model Sheets
29	VAu 399 352	Tuck & Roll	Model Sheets
30	VAu 399 350	Francis	Model Sheets
31	VAu 399 348	Heimlich	Model Sheets
32	VAu 399 353	Slim	Model Sheets
33	VAu 399 342	Rosie	Model Sheets
34	VAu 399 346	P.T. Flea	Model Sheets
35	VAu 399 345	Manny	Model Sheets
36	VAu 399 344	Gypsy	Model Sheets
37	VAu 399 347	Thumper	Model Sheets
38	VAu 399 354	Molt	Model Sheets
39	VAu 399 355	Queen	Model Sheets
40	PA 959 870	<b>Toy Story 2</b>	Motion Picture
41	VAu 414 563	Toy Story 2 - Al's Car	Model Sheet
42	VAu 405 573	Toy Story 2 - Bullseye	Model Sheet
43	VAu 406 700	Toy Story 2 - Coffee Table	Model Sheet
44	VAu 407 195	Toy Story 2 - Cushy Chair	Model Sheet
45	VAu 405 571	Toy Story 2 - Emporer Zurg	Model Sheet
46	VAu 405 572	Toy Story 2 - Jessie	Model Sheet
47	VAu 405 197	Toy Story 2 - L'il Yuppie	Model Sheet
48	VAu 405 574	Toy Story 2 - Prospector	Model Sheet
49	VAu 407 196	Toy Story 2 - Wood Chair	Model Sheet

1	VA960 902	Toy Story 2 - Style Guide	Style Guide
2	PA 974 011	<b>Dinosaur</b>	Motion Picture
3	VAu 486 473	Aladar	Model Sheet
4	VAu 486 477	Baylene	Model Sheet
5	VAu 486 476	Bruton	Model Sheet
6	VAu 486 478	Eema	Model Sheet
7	VAu 486 475	Kron	Model Sheet
8	VAu 486 474	Neera	Model Sheet
9	VAu 486 472	Plio	Model Sheet
10	VAu 486 479	Suri	Model Sheet
11	VAu 486 471	Yar	Model Sheet
12	VA 996 530	Dinosaur - Phase I	Style Guide
13	VA 992 942	Dinosaur - Phase II	Style Guide
14	PA 940 885	<b>The Emperor's New Groove</b>	Motion Picture
15	VA 999 573	Emperor's New Groove	Style Guide
16	VAu 479 682	Kronk	Model Sheet
17	VAu 479 685	Kuzco	Model Sheet
18	VAu 479 683	Kuzco Llama	Model Sheet
19	VAu 479 684	Pacha	Model Sheet
20	VAu 479 681	Yzma	Model Sheet
21	PA 1-250-536	<b>The Incredibles</b>	Motion Picture
22	VA 1-242-351	The Incredibles	Style Guide
23	PA 1-322-908	<b>Cars</b>	Motion Picture
24	VA 1-326-323	Cars – Style Guide	Style Guide
25	VA 1-403-647	Hannah Montana – Branding Guide	Style Guide
26	PA 659-601	<b>Tim Burton's The Nightmare Before Christmas</b>	Motion Picture
27	PA 1-313-530	<b>High School Musical</b>	Motion Picture
28	VA 1-405-082	High School Musical – Branding Guide	Style Guide
29	PA 1-627-575	<b>Hannah Montana the Movie</b>	Motion Picture
30	PA 1-635-067	<b>Up</b>	Motion Picture
31	PA 1-641-991	<b>G-Force</b>	Motion Picture
32	PA 1-606-305	<b>Wall-E</b>	Motion Picture
33	VA 1-663-815	Wall-E – Branding and Supplement Style Guide RSM 2008	Style Guide
34	PA 1-598-561	<b>High School Musical 2</b>	Motion Picture
35	VA 1-651-813	High School Musical 2 – Summer 2008 Style Guide Supplement	Style Guide
36	PA 1-613-593	<b>High School Musical 3: Senior Year</b>	Motion Picture
37	VA 1-655-713	Beverly Hills Chihuahua	One Sheet
38	PA 1-611-956	<b>Beverly Hills Chihuahua</b>	Motion Picture
39	Pau 2-921-728	Little Mermaid III: Ariel's Beginning	Screenplay
40	VA 515-038	Little Mermaid III: Ariel's Beginning	Comic Book
41	PA 1-623-231	<b>Bedtime Stories</b>	Motion Picture
42	PA 1-588-972	<b>Underdog</b>	Motion Picture
43	PA 1-595-126	<b>Enchanted</b>	Motion Picture
44	PA 1-332-118	<b>Meet the Robinsons</b>	Motion Picture
45	VA 1-358-218	Meet the Robinsons—Style Guide	Style Guide
46	PA 1-122-518	<b>Cinderella II : Dreams come true /</b>	Motion Picture

1		<b>produced by Walt Disney Television Animation ; directed by John Kafka</b>	
2	PA 1-612-331	<b>Cinderella III: A Twist in Time</b>	Motion Picture
3	PA 1-611-943	<b>Tinker Bell</b>	Motion Picture
4	PA 1-617-950	<b>Bolt</b>	Motion Picture
5	VA 1-663-828	Bolt – Fall/Winter Style Guide 2008	Style Guide
6	PA 1-688-323	<b>Toy Story 3</b>	Motion Picture
7	VA 1-800-737	Toy Story 3: GC Product Dev – Style Guide – Spring/Summer 2010	Style Guide

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**EXHIBIT D**  
**DEI'S TRADEMARKS**

Trademark	Mark Drawing Code	Trademark Registration No.	Trademark Registration Date
Mickey Mouse	Typed Drawing	3,115,395	7/11/2006
Mickey Mouse	Standard Character Mark	3,767,849	3/30/2010
Mickey Mouse	Typed Drawing	3,006,349	10/11/2005
Mickey Mouse	Typed Drawing	0,315,056	7/17/1934
Mickey Mouse	Standard Character Mark	3,750,188	2/16/2010
Mickey Mouse	Typed Drawing	1,152,389	4/28/1981
Mickey Mouse	Design Only	2,704,887	4/8/2003
Mickey Mouse Head Device	Design Only	2,781,693	11/11/2003
Minnie Mouse	Typed Drawing	3,102,338	6/06/2006
Minnie Mouse	Design Only	2,700,619	3/25/2003
Minnie Mouse	Standard Character Mark	3,767,850	3/30/2010
Minnie Mouse	Standard Character Mark	3,740,338	1/19/2010
Minnie Mouse	Typed Drawing	3,002,502	9/27/2005
Pluto	Typed Drawing	1,152,383	4/28/1981
Pluto	Design Only	2,707,323	4/15/2003
Goofy	Typed Drawing	1,159,124	6/30/1981
Goofy	Design Only	2,721,608	6/3/2003
Donald Duck	Typed Drawing	1,161,868	7/21/1981
Donald Duck	Design Only	2,700,620	3/25/2003

1	Donald Duck	Typed Drawing	3,150,077	9/26/2006
2	Daisy Duck	Design Only	2,704,890	4/8/2003
3	Disney	Typed Drawing	1,162,727	7/28/1981
4	Disney	Typed Drawing	3,490,082	8/19/2008
5	Disney Princess	Standard Character Mark	3,459,442	7/1/2008
6	Walt Disney	Typed Drawing	1,141,312	11/11/1980
7	Walt Disney Signature	Standard Character Mark	3,584,878	3/3/2009
8	Winnie the Pooh	Typed Drawing	3,024,287	12/6/2005
9	Pooh	Design Only	2,704,888	4/8/2003
10	Pooh	Typed Drawing	3,395,652	3/11/2008
11	Piglet	Standard Character Mark	4,118,780	3/27/2012
12	Piglet	Design Only	2,700,618	3/25/2003
13	Tigger	Design Only	2,860,445	7/6/2004
14	Eeyore	Design Only	3,591,616	3/17/2009
15	Eeyore	Typed Drawing	3,464,628	7/8/2008
16	Eeyore	Standard Character Mark	3,658,573	7/21/2009
17	Walt Disney's Cinderella	Design Plus Words, Letters, and/or Numbers	3,057,988	2/7/2006
18	Walt Disney's Snow White & the Seven Dwarfs	Design Plus Words, Letters, and/or Numbers	2,891,463	10/5/2004
19	Walt Disney's Sleeping Beauty	Design Plus Words, Letters, and/or Numbers	2,895,966	10/19/2004
20	Sleeping Beauty	Standard Character Mark	3,775,134	4/13/2010
21	Peter Pan	Standard Character Mark	3,745,492	2/2/2010

1	Walt Disney's Peter Pan	Design Plus Words, Letters, and/or Numbers	2,895,967	10/19/2004
2	Peter Pan	Standard Character Mark	3,662,111	7/28/2009
3	Tinker Bell	Standard Character Mark	3,648,929	7/20/2006
4	Tinker Bell	Standard Character Mark	3,636,910	6/9/2009
5	Tinker Bell	Design Only	3,624,833	5/19/2009
6	Tink	Typed Drawing	3,734,512	1/5/2010
7	Hannah Montana	Standard Character Mark	3,478,026	7/29/2008
8	Hannah Montana	Standard Character Mark	3,413,555	4/15/2008
9	Hannah Montana	Standard Character Mark	3,473,757	7/22/2008
10	Hannah Montana	Standard Character Mark	3,413,552	4/15/2008
11	Lilo & Stitch	Typed Drawing	2,811,097	2/3/2004
12	Lilo & Stitch	Typed Drawing	2,845,107	5/25/2004
13	Pinocchio	Standard Character Mark	Serial Number 77618061	n/a
14	Pinocchio	Standard Character Mark	Serial Number 77625073	n/a
15	Cars	Design Plus Words, Letters, and/or Numbers	3,358,115	12/18/2007
16	Cars	Design Plus Words, Letters, and/or Numbers	3,178,664	11/28/2006
17	Lightning McQueen	Standard Character Mark	3,370,157	1/15/2008
18	Mater	Standard Character Mark	3,406,600	4/1/2008
19	Rust-Eze	Standard Character Mark	3,294,617	9/18/2007
20	Doc Hudson	Standard Character Mark	3,321,900	10/23/2007
21	Toy Story	Typed Drawing	2,520,404	12/18/2001

1	Toy Story	Standard Character Mark	3,971,114	5/31/2011
2	Ariel	Standard Character Mark	3,814,910	7/6/2010
3	Beauty and the Beast	Typed Drawing	2,961,693	6/14/2005
4	Princess Jasmine	Standard Character Mark	3,998,366	7/19/2011
5	Princess Jasmine	Standard Character Mark	Serial Number 85,182,806	n/a
6	High School Musical	Standard Character Mark	3,506,572	9/23/2008
7	High School Musical	Standard Character Mark	3,433,096	5/20/2008
8	High School Musical	Standard Character Mark	3,420,394	10/24/2006
9	High School Musical	Standard Character Mark	3,469,823	7/15/2008
10	Meet the Robinsons	Standard Character Mark	3,420,082	4/29/2008
11	Meet the Robinsons	Standard Character Mark	3,354,473	12/11/2007
12	The Cheetah Girls	Standard Character Mark	3,252,269	6/12/2007
13	Walt Disney Pictures Presents The Wild	Standard Character Mark	3,389,689	2/26/2008
14	Disney Bolt	Standard Character Mark	3,648,251	6/30/2009
15	Disney Bolt	Standard Character Mark	3,604,222	4/7/2009
16	Wall-E	Standard Character Mark	3,686,824	9/22/2009
17	Wall-E	Standard Character Mark	3,528,986	11/4/2008